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**LNGS** | LUKAS,  
NACE,  
GUTIERREZ  
& SACHS, LLP

**Stamp & Return**

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(703) 584-8669  
[dnace@fcclaw.com](mailto:dnace@fcclaw.com)

November 20, 2013

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW  
Washington, DC 20554

Attn: Jodie May, Competition Policy Division  
Wireline Competition Bureau

Re: Application for Transfer of Control of Domestic Section 214  
Authorization from NI Satellite, Inc. to CLOOT Inc.

Dear Ms. Dortch:

Transmitted herewith is an Application for Transfer of Control of a domestic Section 214 authorizations pursuant to Section 214 of the Communications Act and Section 63.04(a) of the Commission's rules. The application requests authorization for the transfer of control of NI Satellite, Inc. to CLOOT Inc. The Applicants request streamlined processing of this application. A fee transmittal form, FCC Form 159, is submitted with the application showing payment of a filing fee of \$1,050.00.

If any questions arise please communicate with this office.

Respectfully submitted,



David L. Nace  
Robert S. Koppel

*Counsel to NI Satellite, Inc.*

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 1

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Lukas, Nace, Gutierrez and Sachs, LLP</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$1,050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>8300 Greensboro Drive</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 1200</b>			
(6) CITY <b>McLean</b>		(7) STATE <b>VA</b>	(8) ZIP CODE <b>22102</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>703-584-8678</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003746385</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) <b>COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(13) APPLICANT NAME <b>NI Satellite, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>4950 West Prospect Road</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Fort Lauderdale</b>		(17) STATE <b>FL</b>	(18) ZIP CODE <b>33309</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>954-973-3100</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0023107865</b>		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID <b>Section 214 Authorization</b>	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$1,050.00</b>	(27A) TOTAL FEE <b>\$1,050.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b> I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA <u>X</u> AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE <u>Robert J. Kypel</u>		DATE <u>11/20/2013</u>	

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>NI SATELLITE, INC.</b>	)	
<b>(FRN 0023107865)</b>	)	
	)	
<b>Section 214 Authorization Holder and Transferor</b>	)	
	)	
<b>And</b>	)	
	)	
<b>CLOOT INC.</b>	)	
<b>(FRN _____)</b>	)	<b>WC Docket No. _____</b>
	)	
<b>Transferee</b>	)	
	)	
<b>Application for Transfer of Control of</b>	)	
<b>A Section 214 Domestic Telecommunications</b>	)	
<b>Authorization</b>	)	

**APPLICATION FOR TRANSFER OF CONTROL**

NI Satellite, Inc. ("NISI") on its own behalf and on behalf of its shareholders (jointly, the "214 Holder" or "Transferor"), and CLOOT Inc. ("CLOOT" or "Transferee"), hereby request approval of the Federal Communications Commission ("Commission") pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. §214, and Sections 1.763, 63.03 and 63.04 of the Commission's rules, 47 C.F.R. §§1.763, 63.03 and 63.04, to transfer control of a domestic Section 214 authorization from the Transferor to the Transferee. All parties are collectively referred to herein as the "Applicants."

## **I. Application to Transfer Control of Domestic Section 214 Authorization**

Under Section 63.04(a) of the Commission's rules, the Applicants are filing an application for the transfer of control of a domestic Section 214 authorization from the Transferor to the Transferee. As explained below, this application qualifies for streamlined processing under the applicable rules.

## **II. Applicants**

### **A. NI Satellite, Inc.**

NISI is a Florida corporation whose address is 4950 West Prospect Road, Ft. Lauderdale, Florida. NISI provides telecommunications services primarily by reselling mobile satellite voice and data services provided by Lightsquared (formerly SkyTerra Communications, Inc.) using the MSAT-2 (AMSC-1) and SkyTerra-1 satellites. NISI is a wholly-owned subsidiary of GMPCS Personal Communications, Inc. ("GMPCS"), a Delaware corporation. GMPCS resells mobile satellite voice and data services provided by Iridium, Inmarsat, Globalstar and Thuraya, and holds Section 214 global resale authority.<sup>1</sup> GMPCS is a wholly-owned subsidiary of Network Terracom, Inc. ("NTI"), a Nevada corporation that serves as a holding company. NTI is a wholly-owned subsidiary of Network Innovations Inc. ("NII"), an Alberta, Canada corporation that offers various satellite communications services, including sales of equipment, airtime and installations in Canada and globally. NII does not currently hold any Section 214 authorizations. Finally, NII is wholly-owned by the Harkema Family Trust, whose beneficiaries are Timothy and Audrey Harkema, and their children. Timothy and Audrey Harkema reside in, and are citizens of Canada.

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<sup>1</sup> ITC-214-20001219-00728, granted Jan. 10, 2001 and ITC-214-20090410-00155, granted Aug. 21, 2009.

**B. CLOOT Inc.**

CLOOT Inc. ("CLOOT") is a Delaware corporation located at 5079 N. Dixie Hwy., #378, Oakland Park, FL 33334. Michael Huisman ("Huisman") owns 90.1% of CLOOT. Huisman, a U.S. citizen, is a business owner. Huisman is not currently engaged in the provision of telecommunications services.

**III. Description of the Transaction**

GMPCS has entered into a Stock Purchase Agreement ("Agreement") with CLOOT whereby CLOOT will purchase 100% of NISI. As a result, NISI will be controlled by Huisman after the purchase (the "Transaction"). Consummation of the Transaction is contingent upon receipt of Commission approval and all other necessary approvals.

Following closing, NISI will continue to provide service to all of its existing customers without interruption. There will be no change in the terms, conditions, or price of service, and no detrimental change in customer service. The proposed transaction will be transparent to NISI's customers.

**IV. Public Interest Statement**

The Transaction furthers the public interest, convenience and necessity. NISI provides telecommunications services to hundreds of customers across the U.S. NISI possesses the requisite financial and managerial resources to maintain the services it currently provides.

**A. Continued Provision of High-Quality Service is Ensured**

Following closing NISI intends to continue to provide the same services, to the same customers, using the same assets as it did prior to the closing. NISI also intends to retain its employees. The transfer of control will be entirely transparent to customers.

**B. No Anti-Competitive Issues are Present**

The Transaction does not present any anti-competitive issues. NISI is a reseller of mobile satellite services, with less than ten percent (10%) of the interstate interexchange and international telecommunications markets. There are many other satellite resellers, as well as facilities-based satellite and terrestrial providers offering the same or similar services.

In summary, the Transaction would not harm the public interest and can be expected to preserve and increase competition in the domestic telecommunications market.

**V. Information Required by Section 63.04(a) of the Commission's Rules for Transfer of Control of a Domestic Section 214 Authorization**

In furtherance of this application the Applicants submit the specific information required by Section 63.04(a) of the Commission's rules. The following paragraphs refer to subsections (a)(1) through (a)(12) of Section 63.04(a).

*(1) The name, address and telephone number of each applicant.*

NI Satellite, Inc.  
4950 West Prospect Road  
Ft. Lauderdale, FL 33309  
Tel. 954-973-3100

CLOOT Inc.  
5079 N. Dixie Hwy., #378  
Oakland Park, FL 33334  
Tel. 954-854-8829

*(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized.*

NI Satellite, Inc.: a Florida corporation  
CLOOT Inc.: a Delaware corporation

*(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed.*

Correspondence concerning the application should be sent to:

Robert S. Koppel, Esq.  
Lukas, Nace, Gutierrez & Sachs  
8300 Greensboro Drive, Suite 1200  
McLean, VA 22102  
Tel. 703-584-8669  
[bkoppel@fcclaw.com](mailto:bkoppel@fcclaw.com)

*(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent).*

NI Satellite, Inc.

Harkema Family Trust  
A trust formed under the laws of Alberta, Canada  
100% indirect ownership of NISI  
The beneficiaries of the Harkema Family Trust are Timothy and Audrey Harkema and their children.  
4424 Manila Road, S.E.  
Calgary, Alberta CANADA T2G 4B7  
Citizenship: Canadian

CLOOT Inc.

Michael Huisman  
2110 Boston Street, S.E.  
Grand Rapids, MI 49506  
Principal Business: Business owner  
Citizenship: U.S.  
90.1% direct ownership of CLOOT Inc.  
90.1% indirect ownership of NISI

*(5) Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853.*

Applicant certifies that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.



*(6) A description of the transaction.*

The Transaction is described in Section III above.

*(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.*

NISI resells mobile satellite voice and data services to customers across the United States.

*(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment.*

Pursuant to Section 63.03(b) the application is eligible for streamlined processing because no Applicant is a facilities-based carrier, the Transferee is not a telecommunications provider, no Applicant is dominant with respect to the provision of any service, and no Applicant has more than a 10% share of the interstate interexchange marketplace.

*(9) Identification of all other Commission applications related to the same transaction.*

None.

*(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.*

NISI does not face imminent business failure, and it is not requesting special consideration.

*(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.*

None.

*(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.*

The public interest benefits are explained in Section IV above.



**VII. Conclusion**

In view of the foregoing, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this application.

Respectfully submitted,

**NI SATELLITE, INC.**

By: 

Date: Nov 20/13

**CLOOT INC.**

By: 

Date: 11-20-2013